



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

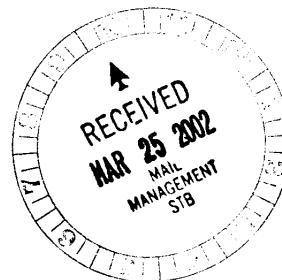
RECORDATION NO. **22462-B** FILED

VIA UPS 2nd DAY AIR

March 22, 2002

APR 4 '02 1:07 PM

^{TS}
SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 19, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22462.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade Warehouse Inc.
1625 Front Street, N.E.
Salem, OR 97303

A description of the railroad equipment covered by the enclosed document is seventy-nine (79) 73 foot centerbeam flat cars with NOKL and WCRC marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Cascade Warehouse Inc., Lessee, covering seventy-nine (79) 73 foot centerbeam flat cars with NOKL and WCRC marks (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(CAWI006)

ASSGN. NO.: CAWI006

MEMORANDUM OF LEASE

19th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of February, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade Warehouse, Inc. ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 23, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: K. A. Dombrowski

Name: K. A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 19th day of Feb., 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of February, 2002.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004

(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

CASCADE WAREHOUSE, INC.

By: Scott W Cant

Name: Scott W Cantonwine

Title: President

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 11th day of February, 2002.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Marion

I, Georjan Bridger, a Notary Public of the County and State
aforesaid, certify that Scott Cantonwine personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of February, 2002

Georjan Bridger
Notary Public

Commission Expires:

8 4 03
(Notary Public)

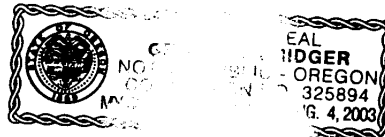


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-nine (79)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars

CAR NUMBERS: See below:

NOKL 730940	NOKL 730984	WCRC 9198
NOKL 730943	NOKL 730985	WCRC 9199
NOKL 730944	NOKL 730987	WCRC 9202
NOKL 730945	NOKL 730990	WCRC 9206
NOKL 730946	NOKL 730991	WCRC 9207
NOKL 730947	NOKL 730993	WCRC 9212
NOKL 730948	NOKL 730997	WCRC 9213
NOKL 730949	NOKL 730999	WCRC 9217
NOKL 730950	WCRC 9131	WCRC 9219
NOKL 730951	WCRC 9134	WCRC 9222
NOKL 730953	WCRC 9137	WCRC 9223
NOKL 730957	WCRC 9140	WCRC 9226
NOKL 730960	WCRC 9141	WCRC 9228
NOKL 730962	WCRC 9143	WCRC 9236
NOKL 730964	WCRC 9147	WCRC 9239
NOKL 730965	WCRC 9148	WCRC 9240
NOKL 730966	WCRC 9150	WCRC 9248
NOKL 730967	WCRC 9153	WCRC 9250
NOKL 730969	WCRC 9155	WCRC 9251
NOKL 730972	WCRC 9157	WCRC 9252
NOKL 730973	WCRC 9163	WCRC 9261
NOKL 730975	WCRC 9170	WCRC 9262
NOKL 730977	WCRC 9175	WCRC 9264
NOKL 730978	WCRC 9177	WCRC 9265
NOKL 730980	WCRC 9179	WCRC 9268
NOKL 730982	WCRC 9182	Count: 79
NOKL 730983	WCRC 9188	